

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re VEECO INSTRUMENTS, INC.	:	Case No.: 7:05-md-1695 (CM)
SECURITIES LITIGATION	:	
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THIS DOCUMENT RELATES TO	:	
ALL ACTIONS	:	
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[PROPOSED] ORDER CERTIFYING THE CLASS

AND NOW, this ____ day of _____, 2005, it is hereby ORDERED and ADJUDGED that Lead Plaintiff Steelworkers Pension Trust (“Steelworkers”), has sustained its burden of satisfying the elements required for class certification and is certified as Class Representative. The Court hereby finds:

1. Steelworkers has met the requirements of Fed. R. Civ. P. 23(a) as follows:
 - (a) Members of the Class, defined below, are so numerous that joinder is impracticable;
 - (b) There are questions of law or fact common to the Class, including:
 - (i) whether defendants engaged in acts or conduct in violation of the federal securities laws alleged in the Consolidated Amended Class Action Complaint (the “Complaint”);
 - (ii) whether defendants had a duty to disclose certain information;
 - (iii) whether defendants, during the Class Period, knowingly or recklessly made materially false and misleading statements or knowingly or recklessly failed to correct such statements upon learning that they were materially false and misleading;

(iv) whether the market price of the securities of Veeco Instruments, Inc. (“Veeco” or the “Company”), during the Class Period was artificially inflated because of defendants’ conduct alleged in the Complaint;

(v) whether members of the Class sustained damages, and if so, the proper measure of those damages.

(c) Steelworkers’ claims are typical of those of the Class; and

(d) Steelworkers will fairly and adequately protect the interests of the Class.

2. Steelworkers has satisfied the requirements of Fed. R. Civ. P. 23(b)(3) as follows:

(a) Common questions of law or fact predominate over individual claims such that significant aspects of this case can be resolved in a single action; and

(b) The class action device is a superior means to adjudicate the claims of the members of the Class.

3. Lead Counsel Berger & Montague, P.C. is qualified to represent the Class.

4. Having satisfied the elements of Fed. R. Civ. P. 23, the following Class is certified:

All persons who purchased the securities of Veeco Instruments, Inc. during the period from November 3, 2003 and February 10, 2005, inclusive, and were damaged thereby. Excluded from the Class are the Defendants, members of the immediate families of the Individual Defendants, any parent, subsidiary, affiliate, officer or director of defendant Veeco Instruments, Inc., any entity in which any excluded person has a controlling interest and the legal representatives, heirs, successors and assigns of any excluded person.

5. Steelworkers is hereby certified as Class Representative.

SO ORDERED:

Date: _____

Honorable Colleen McMahon
United States District Judge